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FR-4915-01-P

SURFACE TRANSPORTATION BOARD

[Docket No. FD 35987]

BD Highspire Holdings, LLC—Acquisition and Operation Exemption—Mittal Steel USA-Railways Inc.

BD Highspire Holdings, LLC (BDHH),<sup>1</sup> a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to acquire, from Mittal Steel USA-Railways Inc. (Mittal Railways), and to operate approximately 47 miles of rail line, which includes all of the rail assets that formerly comprised the Steelton & Highspire Railroad Company, LLC (the Line).<sup>2</sup> BDHH states that the Line consists mainly of yard and switching tracks that do not have any designated mileposts. The Line connects at the east end with the Norfolk Southern Railway Company (NSR) at the NSR/Highspire Interchange, and on the west end with NSR at the NSR/Steelton Interchange, all located within Dauphin County, Pa.

According to BDHH, BDCM and ArcelorMittal USA LLC, the parent company of Mittal Railways, have reached an agreement which, when consummated, will result in BDHH purchasing the Line from Mittal Railways and operating it. BDHH states that a letter of intent covering the transaction was signed on November 13, 2015, and the parties expect to finalize a sale and purchase agreement shortly.

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<sup>1</sup> BDHH is owned and controlled by BDCM Opportunity Fund IV, L.P. (BDCM), a noncarrier holding company.

<sup>2</sup> See Steelton & Highspire R.R. Co., LLC—Acquis. and Operation Exemption—Steelton & Highspire R.R. Co., FD 34158 (STB served Jan. 10, 2002).

BDHH states that the proposed transaction does not include any interchange commitment that prohibits BDHH from interchanging traffic with a third party or that limits BDHH's ability to interchange with a third party.

BDHH certifies that its projected annual revenues as a result of this transaction will not exceed those that would qualify it as a Class III rail carrier and states that its projected annual revenues will not exceed \$5 million.

The transaction is expected to be consummated on or after January 28, 2016, the effective date of the exemption (30 days after the verified notice was filed).

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions to stay must be filed no later than January 21, 2016 (at least seven days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35987, must be filed with the Surface Transportation Board, 395 E Street S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on William A. Mullins, Baker & Miller PLLC, 2401 Pennsylvania Ave., N.W., Suite 300, Washington, DC 20037.

According to BDHH, this action is categorically excluded from environmental review under 49 CFR 1105.6(c).

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Decided: January 11, 2016.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

Raina S. Contee

Clearance Clerk

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